

EXHIBIT “A”

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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AMERICAN STOCK TRANSFER & TRUST :
COMPANY, not in its individual capacity but solely :
in its capacity as Indenture Trustee on behalf of all :
Holders of 2.875% Senior Subordinated Convertible :
Notes Due 2010 of Par Pharmaceutical Companies, :
Inc., :

Plaintiff, :

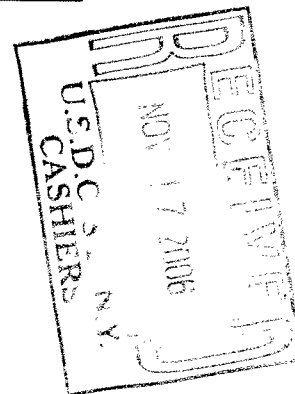
-against- :

PAR PHARMACEUTICAL COMPANIES, INC., :

Defendant. :
-----X

No.: _____

NOTICE OF REMOVAL



TO: THE JUDGES OF THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK:

PLEASE TAKE NOTICE that Defendant Par Pharmaceutical Companies, Inc. ("Par"), by and through its counsel, Kirkpatrick & Lockhart Nicholson Graham LLP, 599 Lexington Avenue, New York, New York 10022, pursuant to 28 U.S.C. §§ 1441 and 1446, hereby removes this action from the New York State Supreme Court, New York County, to the United States District Court for the Southern District of New York, on the following grounds:

1. On or about October 19, 2006, Plaintiff American Stock Transfer & Trust Company, not in its individual capacity but solely in its capacity as Indenture Trustee on behalf of all Holders of 2.875% Senior Subordinated Convertible Notes Due 2010 of Par Pharmaceutical Companies, Inc. (the "Trustee"), commenced this action by filing a Summons and Complaint in the New York State Supreme Court, New York County, entitled American Stock Transfer & Trust Company v. Par Pharmaceutical Companies, Inc., Case No. 06 CV 603664 (the "State Court Action").

2. Pursuant to 28 U.S.C. § 1446(a), the Trustee's Summons and Complaint in the State Court Action are annexed hereto as Exhibit A and constitute all process, pleadings, and orders served upon Par in the State Court Action.

3. This action is removable to this Court under 28 U.S.C. §§ 1441(a) and 1446(a) because the Southern District of New York embraces the place where the above-captioned action is pending.

4. On October 20, 2006, Par was served with the Summons and Complaint in the State Court Action by personal delivery to its corporate headquarters in Woodcliff Lake, New Jersey.

5. Pursuant to 28 U.S.C. § 1446(b), this Notice of Removal is timely since it is filed within thirty (30) days of Par's receipt of the Summons and Complaint.

6. The Complaint states that the Trustee is a New York Corporation with its principal place of business in New York, New York. Complaint ¶ 2.

7. Par is the only defendant in the State Court Action, and the Complaint accurately indicates that Par is a Delaware corporation with its principal place of business in Woodcliff Lake, New Jersey. Complaint ¶ 3.

8. Complete diversity of citizenship exists between the parties.

9. This action seeks damages, alleged to be in excess of \$30 million, for an alleged breach of contract and for the alleged breach of a purportedly implied covenant of good faith and fair dealing pertaining to an Indenture covering Par's 2.875% Senior Subordinated Convertible Notes Due 2010 (the "Notes"). The principal amount of the Notes is \$200 million dollars. The Complaint also seeks acceleration and immediate payment of the Notes, together with "accrued and unpaid interest and Additional Interest, if any, on, all the Notes" Complaint, p. 5.

10. Thus, the amount in controversy exceeds the jurisdictional minimum of this Court.

11. The United States District Court for the Southern District of New York has jurisdiction over this action pursuant to 28 U.S.C. § 1332(a)(1) because the matter in controversy exceeds the sum of \$75,000, exclusive of interest and costs, and the action is between citizens of different states.

12. By filing this Notice of Removal, Par does not waive any defense that may be available to it.

13. A copy of this Notice will be filed with the Clerk of the New York State Supreme Court, New York County, as required by 28 U.S.C. § 1446(d).

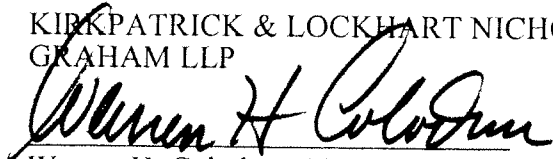
14. Par will serve this Notice of Removal on the attorneys for plaintiff: Sarah L. Reid, Kelley Drye & Warren LLP, 101 Park Avenue, New York, New York 10178, and Jeffrey I. Ross, Anthony Ostlund & Baer, P.A., 90 South Seventh Street, Suite 3600, Minneapolis, MN 55402, as required by 28 U.S.C. § 1446(d).

15. This Notice of Removal is signed pursuant to Rule 11 of the Federal Rules of Civil Procedure, and is filed with this Court within thirty (30) days after Par received the Summons and Complaint in the State Court Action.

WHEREFORE, Defendant Par respectfully requests removal of this action from the New York State Supreme Court, New York County, to the United States District Court for the Southern District of New York.

Dated: New York, New York
November 17, 2006

KIRKPATRICK & LOCKHART NICHOLSON
GRAHAM LLP

A handwritten signature in black ink, appearing to read "Warren H. Colodner", is written over the printed name of the attorney.

Warren H. Colodner (WC 9851)
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Attorneys for Par Pharmaceutical Companies, Inc.